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20006-2973

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RECORDATION NO. 11064-F

FEB 13 1996 12:15 PM

DEPARTMENT OF COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

February 13, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), and the regulations thereunder, are four (4) copies of a Release and Satisfaction and Bill of Sale, dated January 16, 1996, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Conditional Sale Agreement which was previously filed with the Commission under Recordation Number 11064.

The name and address of the party to the enclosed document are:

Secured Party: United States Trust Company of New York,
as Agent
114 West 47th Street
New York, New York 10036

A description of the railroad equipment covered by the enclosed document is set forth in the Conditional Sale Agreement as originally filed herein.

Mr. Vernon A. Williams
February 13, 1996
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return three (3) stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

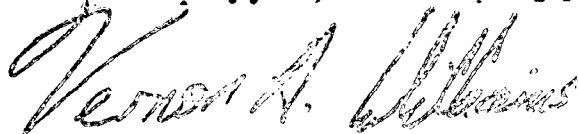
2/13/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/13/96/ at 12:45PM , and assigned recordation number(s). 19929, 19930, 11064-I, 13239-J, 13240-L, 15208-A, 18643-A, 19144-D and E, 19321-I.

Sincerely yours,

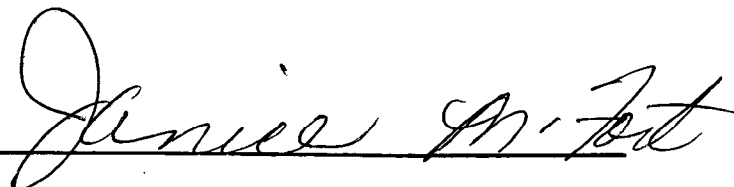


Vernon A. Williams
Secretary

Enclosure(s)

\$ 210.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



Counterpart No. _____
Of 4 Counterparts

[illegible]

(2)

On this 16 day of January, 1996, before me personally appeared Louis F Young, to me personally known who, being by me duly sworn, says that he/she is a Vice President of United States Trust Company of New York, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Christine C Collins
Notary Public

RSBofSL4

CHRISTINE C. COLLINS
Notary Public, State of New York
No. 03-4624735
Qualified in Bronx County
Commission Expires March 30, 1996

NEW HOPE & IVYLAND RAILROAD CO.

MC HUGH BROTHERS LINE

GENERAL OFFICES

Post Office Box 196

Penndel

Pennsylvania 19047

Phone: 215-757-3792

STATION PHONES

New Hope 215-862-5206

Buckingham 215-794-8063

Wycombe 215-598-3003

Ivyland 215-343-2112

NOTICE OF ASSIGNMENT

McHugh Brothers Heavy Hauling, Inc.
P.O. Box 196
Penndel, Pennsylvania 19047

Attention: President

Gentlemen:

Reference is made to the Equipment Sublease dated as of November 1, 1979 (the "Sublease"), between McHugh Brothers Crane Rentals, Inc. (the "Sublessor"), and New Hope & Ivyland Railroad Company (the "Sublessee") providing for a sublease of 300 boxcars, and to the Assignment of the Sublease to McHugh Brothers Heavy Hauling, Inc. by the Sublessee.

Pursuant to Section 13 of the Sublease, you are hereby notified that Richmond, Fredericksburg and Potomac Railroad Company (the "Owner"), as lessor under the Equipment Lease dated as of September 1, 1979, between the Owner and the Sublessor, and FMC Corporation (the "Manufacturer") have entered into a Conditional Sale Agreement dated as of September 1, 1979 (the "CSA"), and the Manufacturer has assigned its right, security, title and interest under the CSA to United States Trust Company of New York (the "Assignee") pursuant to an Agreement and Assignment dated as of September 1, 1979 (the "Assignment"), copies of which are herewith delivered to you. As more fully set forth in the CSA and the Assignment, the Owner has granted and assigned to the Assignee all of its right, title and interest, as lessor under the Lease, including, without limitation, the immediate and continuing right to receive and collect all rental, casualty value payments, insurance proceeds, condemnation awards and other payments, except those sums reserved under Section 23.6 of the CSA. Said rights of the Owner so assigned include the right to receive by assignment the rentals, casualty value payments and other sums payable under the Equipment Sublease except those sums reserved